

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK
WHITE PLAINS DIVISION**

In Re:)	
)	Chapter 11
SEARS HOLDINGS CORPORATION, et al.,)	
)	Case No. 18-23538 (RDD)
Debtors.)	
)	(Joint Administration Requested)
)	

**NOTICE OF APPEARANCE AND REQUEST
FOR SERVICE OF NOTICES AND PAPERS**

To: The Clerk of the Above Named Court

Please enter my appearance as counsel for the Taubman Landlords¹, as Creditors, in the above named action. This appearance is intended solely for the purpose of receiving notices and it is not intended that the filing of this appearance be deemed a submission to the jurisdiction of this Court.

Request is hereby made, pursuant to Bankruptcy Rule 2002(g), that all notices required to be electronically delivered and/or mailed to creditors under Bankruptcy Rule 2002 at the following address:

Andrew S. Conway, Esq.
200 East Long Lake Road
Suite 300
Bloomfield Hills, Michigan 48304
Email address: aconway@taubman.com

Dated: October 15, 2018

Andrew S. Conway,
Attorney for the Taubman Landlords

By: /s/ Andrew S. Conway
Andrew S. Conway, Esq.
200 East Long Lake Road
Suite 300
Bloomfield Hills, Michigan 48304
(248) 258-7427 Phone
Email address: aconway@taubman.com

¹ The Taubman Landlords are the owners of certain regional retail shopping centers which includes: Fairfax Company of Virginia L.L.C., commonly known as Fair Oaks Mall located in Fairfax, Virginia; TVO Mall Owner LLC, commonly known as Twelve Oaks Mall located in Novi, Michigan; and Sunvalley Shopping Center LLC, commonly known as Sunvalley Shopping Center located in Concord, California.

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**NOTICE OF FILING OF
GENERAL POWER OF ATTORNEY**

To: Clerk of the Above Named Court:

Please take notice that the undersigned has been authorized to vote on any questions that may be lawfully submitted to creditors of the debtors in the above-entitled case; to vote for a trustee of the estate of the debtors and for a committee of creditors to execute in the name of the Taubman Landlords¹ (the "Claimants"), and on their behalf, and to file and prosecute, one or more proofs of claim, any supplements of amendments to proofs of claims; to receive dividends; and in general to perform any acts for the claimants in all matters arising in this case, pursuant to a General Power of Attorney, dated August 2, 2018 (a copy of which is attached hereto as Exhibit A).

Dated: October 15, 2018

Andrew S. Conway,
Attorney for the Taubman Landlords

By: /s/ Andrew S. Conway
Andrew S. Conway, Esq.
200 East Long Lake Road
Suite 300
Bloomfield Hills, Michigan 48304
(248) 258-7427 Phone
Email address: aconway@taubman.com

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CERTIFICATE OF SERVICE

Mona K. Jabr, being first duly sworn, deposes and says that she is an employee of The Taubman Company, and that on October 15, 2018, she served a copy of the **Notice of Appearance and Request for Service of Notices and Papers, Notice of Filing of General Power Of Attorney**, and this **Certificate of Service** via Notice of Electronic Filing and/or by enclosing the papers in sealed envelopes with first-class postage fully prepaid and depositing the envelopes and their contents in the United States mail, addressed as follows:

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

OFFICE OF UNITED STATES
TRUSTEE
U.S. Federal Office Building
201 Varick Street
Room 1006
New York, New York 10014
Telephone: (212) 510-0500

/s/ Mona K. Jabr
Mona K. Jabr

Subscribed and sworn to before me,
on this 15th day of October, 2018.

/s/ Deann Lynett Iloncai
Deann Lynett Iloncai, Notary Public
Lapeer County, Michigan
My Commission Expires: 03/23/2021
Acting in Oakland County, Michigan

EXHIBIT A

GENERAL POWER OF ATTORNEY

To: Andrew S. Conway, Esq.
200 East Long Lake Road
Suite 300
Bloomfield Hills, Michigan 48304

The undersigned, on behalf of The Taubman Company LLC, d/b/a The Taubman Company, the managing agent for the "Taubman Landlords" (see attached list), hereby authorizes you as attorney in fact for the Taubman Landlords and with full power of substitution, to vote on any question that may be lawfully submitted to creditors of the debtor in any bankruptcy action in which any of the Taubman Landlords are creditors; to vote for a trustee of the estate of the debtor and for a committee of creditors; to execute in the name of the Taubman Landlords and on each of their behalf, and to file and prosecute, one or more proofs of claim, any supplements of amendments to proofs of claims; to receive dividends; and in general to perform any act for any of the Taubman Landlords in any bankruptcy action in which any of the Taubman Landlords are creditors.

Dated: August 2, 2018

The Taubman Company LLC,
a Delaware limited liability company, as
Managing Agent for the Taubman Landlords

By: /s/
Chris B. Heaphy

Its: Executive Vice President, General Counsel
and Secretary

ACKNOWLEDGMENT

Acknowledged before me on August 2, 2018, by Chris B. Heaphy, who states that he is the Executive Vice President, General Counsel and Secretary of The Taubman Company LLC, d/b/a The Taubman Company, the Managing Agent for the Taubman Landlords, and is authorized to execute this Power of Attorney on behalf of the Taubman Landlords.

/s/
Mona K. Jabr
Notary Public, Oakland County, Michigan
My commission expires: May 4, 2023
Acting in Oakland County, Michigan

TAUBMAN LANDLORDS

Landlord

Center Name

La Cienega Partners Limited Partnership,
a Delaware limited partnership

Beverly Center
Los Angeles, California

Charleston Center LLC,
a Delaware limited liability company

Charleston Place
Charleston, South Carolina

Taubman-Cherry Creek Limited Partnership,
a Colorado limited partnership

Olde Cherry Creek
Denver, Colorado

Taubman-Cherry Creek Shopping Center L.L.C.,
a Delaware limited liability company

Cherry Creek
Denver, Colorado

City Creek Center Associates LLC,
a Delaware limited liability company

City Creek Center
Salt Lake City, Utah

Country Club Plaza JV LLC,
a Delaware limited liability company

Country Club Plaza
Kansas City, Missouri

Dolphin Mall Associates LLC,
a Delaware limited liability company

Dolphin Mall
Miami, Florida

El Paseo Village LLC,
a Delaware limited liability company

El Paseo Village
Palm Desert, California

Fairfax Company of Virginia L.L.C.,
a Virginia limited liability company

Fair Oaks
Fairfax, Virginia

The Gardens on El Paseo LLC,
a Delaware limited liability company

The Gardens on El Paseo
Palm Desert, California

Taubman Auburn Hills Associates Limited
Partnership, a Delaware limited partnership

Great Lakes Crossing Outlets
Auburn Hills, Michigan

Green Hills Mall TRG LLC,
a Delaware limited liability company

The Mall at Green Hills
Nashville, Tennessee

TRG IMP LLC
a Delaware limited liability company

International Market Place
Honolulu, Hawaii

Tampa Westshore Associates Limited Partnership,
a Delaware limited partnership

International Plaza
Tampa, Florida

Landlord

Plaza Internacional Puerto Rico LLC,
a Puerto Rico limited liability company

Short Hills Associates, L.L.C.,
a Delaware limited liability company

Rich-Taubman Associates,
a Connecticut general partnership

SunValley Shopping Center LLC,
a Delaware limited liability company

TVO Mall Owner LLC,
a Michigan limited liability company

TB Mall at UTC LLC,
a Delaware limited liability company

West Farms Mall, LLC,
a Delaware limited liability company

Center Name

The Mall of San Juan
San Juan, Puerto Rico

The Mall at Short Hills
Millburn, New Jersey

Stamford Town Center
Stamford, Connecticut

SunValley
Concord, California

Twelve Oaks Mall
Novi, Michigan

The Mall at University Town Center
Sarasota, Florida

Westfarms Mall
West Hartford/Farmington,
Connecticut